

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																				
NATURE OF CONVEYANCE:	Security Agreement																				
CONVEYING PARTY DATA																					
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>Gilt City, Inc.</td> <td></td> <td>05/20/2013</td> <td>CORPORATION: DELAWARE</td> </tr> <tr> <td>Gilt Groupe, Inc.</td> <td></td> <td>05/20/2013</td> <td>CORPORATION: DELAWARE</td> </tr> <tr> <td>Gilt Global Trading & Procurement Company</td> <td></td> <td>05/20/2013</td> <td>Private Unlimited Company: IRELAND</td> </tr> <tr> <td>Gilt City</td> <td></td> <td>05/20/2013</td> <td>Private Unlimited Company: IRELAND</td> </tr> </tbody> </table>	Name	Formerly	Execution Date	Entity Type	Gilt City, Inc.		05/20/2013	CORPORATION: DELAWARE	Gilt Groupe, Inc.		05/20/2013	CORPORATION: DELAWARE	Gilt Global Trading & Procurement Company		05/20/2013	Private Unlimited Company: IRELAND	Gilt City		05/20/2013	Private Unlimited Company: IRELAND	
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Gilt Global Trading & Procurement Company		05/20/2013	Private Unlimited Company: IRELAND																		
Gilt City		05/20/2013	Private Unlimited Company: IRELAND																		
RECEIVING PARTY DATA																					
Name:	Silicon Valley Bank																				
Street Address:	3003 Tasman Drive, HG 150																				
City:	Santa Clara																				
State/Country:	CALIFORNIA																				
Postal Code:	95054																				
Entity Type:	CORPORATION: CALIFORNIA																				
PROPERTY NUMBERS Total: 3																					
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Serial Number:</td> <td>85620301</td> <td>GILT TRAVEL</td> </tr> <tr> <td>Serial Number:</td> <td>85620300</td> <td>GILT TRAVEL</td> </tr> <tr> <td>Serial Number:</td> <td>85620299</td> <td>GILT TRAVEL</td> </tr> </tbody> </table>	Property Type	Number	Word Mark	Serial Number:	85620301	GILT TRAVEL	Serial Number:	85620300	GILT TRAVEL	Serial Number:	85620299	GILT TRAVEL									
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Serial Number:	85620301	GILT TRAVEL																			
Serial Number:	85620300	GILT TRAVEL																			
Serial Number:	85620299	GILT TRAVEL																			
CORRESPONDENCE DATA																					
Fax Number:	8004947512																				
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>																					
Phone:	2023704761																				
Email:	tfahey@nationalcorp.com																				
Correspondent Name:	Thomas Fahey																				
Address Line 1:	1025 Vermont Avenue NW, Suite 1130																				
Address Line 2:	National Corporate Research, Ltd.																				

OP \$90.00 85620301

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER: F145199

NAME OF SUBMITTER: Laura A. Kenerson

Signature: /Laura A. Kenerson/

Date: 06/19/2013

Total Attachments: 6

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FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

This FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT (this "Amendment") is entered into as of May 20, 2013, among SILICON VALLEY BANK ("Bank"), Gilt City, Inc., a Delaware corporation ("City"), Gilt Groupe, Inc., a Delaware corporation ("Groupe"), Gilt Global Trading & Procurement Company, a private unlimited company incorporated under the laws of Ireland ("GGTP"), and Gilt City, a private unlimited company incorporated under the laws of Ireland ("GC"), and together with City, Groupe and GGTP, collectively, the "Grantors", and each individually, a "Grantor", in connection with that certain Intellectual Property Security Agreement dated as of June 29, 2012, among Grantors and Bank, as affected by that certain Termination of Security Interest in Trademarks dated as of April 9, 2013 (as the same may have been amended, amended and restated, supplemented or otherwise modified from time to time, the "IP Security Agreement").

WITNESSETH:

WHEREAS, pursuant to the IP Security Agreement, Grantor pledged, assigned and granted a security interest in favor of the Bank in certain Intellectual Property Collateral (as defined therein); and

WHEREAS, Grantor has acquired additional Intellectual Property Collateral and desires to hereby confirm the pledge of, and the grant of a security interest in, such additional Intellectual Property Collateral in favor of the Bank.

NOW, THEREFORE, it is hereby agreed as follows:


1. Definitions. All capitalized terms used herein and not otherwise defined shall have the same meaning herein as in the IP Security Agreement.
2. Amendment to Exhibit C. Exhibit C to the IP Security Agreement is hereby amended by adding thereto the Intellectual Property Collateral set forth on Exhibit A, annexed hereto and incorporated herein by reference.
3. Miscellaneous:
 - a. Except as provided herein, all terms and conditions of the IP Security Agreement remain in full force and effect. Grantor hereby ratifies, confirms and reaffirms all of the representations, warranties and covenants therein contained.
 - b. This Amendment covers the entire understanding of the parties with respect to the matters set forth herein and supersedes all prior discussions and negotiations hereon.

- c. As required by the Loan Agreement, Grantor shall reimburse the Bank for the reasonable legal fees and expenses incurred in connection with the preparation and filing of this Amendment.

[Signature Page Follows]


IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed by its officers thereunto duly authorized as of the first date written above.

GILT CITY, INC., as a Grantor

By: 
Name: Thomas C. Sansone
Title: Treasurer

Address: 2 Park Avenue, 4th Floor
New York, New York 10016
Attention: General Counsel


GILT GROUPE, INC., as a Grantor

By: 
Name: Thomas C. Sansone
Title: Treasurer

Address: 2 Park Avenue, 4th Floor
New York, New York 10016
Attention: General Counsel

**GILT GLOBAL TRADING &
PROCUREMENT COMPANY, as a
Grantor**

PRESENT when the common seal of GILT
GLOBAL TRADING & PROCUREMENT
COMPANY was hereunto affixed:-


Director


Director/Secretary*

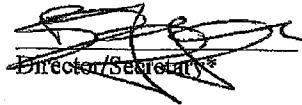
Address: Hamilton House
Block 1
National Technological Park
Plassey, County Limerick,
Ireland
Attention: General Counsel

GILT CITY, as a Grantor

PRESENT when the common seal of GILT
CITY
was hereunto affixed:-



Director


~~Director/Secretary*~~

Address: Hamilton House
Block 1
National Technological Park
Plassey, County Limerick,
Ireland
Attention: General Counsel

SILICON VALLEY BANK, as Bank

By: _____
Name:
Title:

Address: 505 Fifth Avenue, 11th Floor
New York, New York 10017
Attention: Mr. Michael Moretti

GILT CITY, as a Grantor


PRESENT when the common seal of GILT
CITY
was hereunto affixed:-

Director

Director/Secretary*

Address: Hamilton House
Block 1
National Technological Park
Plassey, County Limerick,
Ireland
Attention: General Counsel

SILICON VALLEY BANK, as Bank

By: 
Name: Melissa Goldfarb
Title: Managing Director

Address: 505 Fifth Avenue, 11th Floor
New York, New York 10017
Attention: Mr. Michael Moretti

EXHIBIT A

Gilt Groupe, Inc.	USA	GILT TRAVEL	85620301	May-9-2012			39
Gilt Groupe, Inc.	USA	GILT TRAVEL	85620300	May-9-2012			41
Gilt Groupe, Inc.	USA	GILT TRAVEL	85620299	May-9-2012			43

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